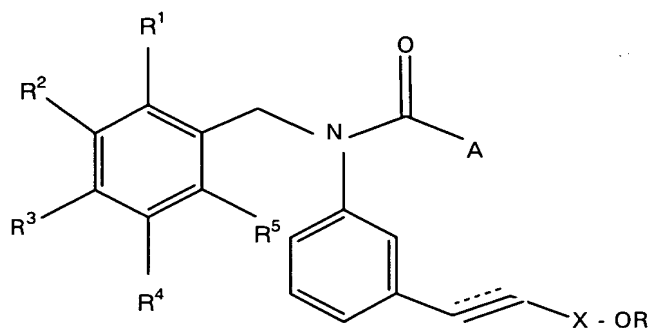


Amendments to the Claims/Listing of Claims

Please amend claims 12, 19, 23 and 24, and cancel claims 13-18, 20, 21 and 25-31 as follows. This listing of claims will replace all prior versions, and listings, of claims in the application.

1. (Original) A compound having the structure:



wherein:

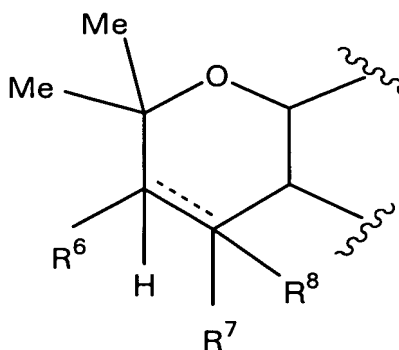
A is a C3 up to C8 branched chain alkyl or substituted alkyl group, a C3 up to C7 cycloalkyl or substituted cycloalkyl, an optionally substituted aryl or an optionally substituted heteroaryl,

X is -C(O)- or -CH₂-,

R is methyl or ethyl,

R¹ is H, hydroxy, alkoxy, benzyloxy, mesityloxy, or -OCH₂C(O)OC₂H₅,

R² is H or R² can cooperate with R³ to form a benzopyran, wherein the pyran ring has the structure:



wherein:

R^6 is not present if the pyran ring is unsaturated, or, if present, is selected from H, -OR, wherein R is alkyl or acyl, or R^6 can cooperate with R^7 to form a cyclic acetal, a cyclic ketal, or a cyclopropyl moiety, and

only one of R^7 and R^8 is present if the pyran ring is unsaturated, or R^7 and R^8 are independently H, carboxyl, cyano, hydroxy, alkoxy, thioalkyl, aryl, or R^7 and R^8 taken together comprise a carbonyl oxygen or an oxime nitrogen, or either R^7 or R^8 can cooperate with R^6 to form a cyclic acetal, a cyclic ketal, or a cyclopropyl moiety, R^3 can cooperate with R^2 to form a benzopyran having the structure set forth above, or

R^3 is alkenyl, optionally substituted aryl or heteroaryl, or optionally substituted arylalkenyl or heteroarylalkenyl,

R^4 is H or hydroxy, and

R^5 is H, hydroxy, alkoxy or aryloxy.

2. (Original) The compound of claim 1 wherein R^2 and R^3 cooperate to form a benzopyran.

3. (Original) The compound of claim 2 wherein A is cyclopropyl, X is -C(O)-, R^1 is methoxy, R^6 and R^7 are absent, and R^4 , R^5 and R^8 are hydrogen.

4. (Original) The compound of claim 2 wherein A is cyclopropyl, X is -CH₂-, R^1 is methoxy, R^6 and R^7 are absent, and R^4 , R^5 and R^8 are hydrogen.

5. (Original) The compound of claim 2 wherein A is cyclohexyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ are absent, and R⁴, R⁵ and R⁸ are hydrogen.

6. (Original) The compound of claim 2 wherein A is phenyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ are absent, and R⁴, R⁵ and R⁸ are hydrogen.

7. (Original) The compound of claim 2 wherein A is phenyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ cooperate to form a dichlorocyclopropyl ring, and R⁴, R⁵ and R⁸ are hydrogen.

8. (Original) The compound of claim 2 wherein A is cyclohexyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ cooperate to form a dichlorocyclopropyl ring, and R⁴, R⁵ and R⁸ are hydrogen.

9. (Original) The compound of claim 1 wherein R³ is alkenyl.

10. (Original) The compound of claim 9 wherein A is cyclohexyl, X is -C(O)-, R¹, R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-C(O)-O-tBu.

11. (Original) The compound of claim 1 wherein R³ is optionally substituted aryl or heteroaryl.

12. (Currently amended) The compound of claim 11 wherein **said compound is selected from the group consisting of compounds wherein:**

A is cyclohexyl,

X is -C(O)-,

R¹, R², R⁴ and R⁵ are **each** hydrogen, and

R³ is **selected from the group consisting of phenyl, p-thiomethyl-phenyl, m-methoxy-phenyl, m-acetyl-phenyl, 5-methyl-2-thiophene-yl, 5-acetyl-2-thiophene-yl, 4-dimethylamino-phenyl, and 2,3-(O-CH₂-O)-phenyl.**

13.-18. Cancelled.

19. (Currently amended) The compound of claim 11 wherein **said compound is selected from the group consisting of compounds wherein:**

A is isopropyl,

X is -C(O)-,

R¹, R², R⁴ and R⁵ are **each** hydrogen, and

R³ is 4-dimethylamino-phenyl **or 2,3-(O-CH₂-O)-phenyl.**

20.-21. Cancelled.

22. (Original) The compound of claim 1 wherein R³ is or optionally substituted arylalkenyl or heteroarylalkenyl.

23. (Currently amended) The compound of claim 22 wherein **said compound is selected from the group consisting of compounds wherein:**

A is cyclohexyl,

X is -C(O)-,

R¹, R², R⁴ and R⁵ are **each** hydrogen, and

R³ is **selected from the group consisting of -CH=CH-phenyl, -CH=CH-p-methoxy-phenyl, -CH=CH-o-fluoro-phenyl, -CH=CH-m-fluoro-phenyl, and -CH=CH-p-fluoro-phenyl.**

24. (Currently amended) The compound of claim 22 wherein **said compound is selected from the group consisting of compounds wherein:**

A is isopropyl,

X is -C(O)-,

R¹, R², R⁴ and R⁵ are **each** hydrogen, and

R³ is **selected from the group consisting of -CH=CH-phenyl, -CH=CH-o-fluoro-phenyl, -CH=CH-m-fluoro-phenyl, and -CH=CH-p-fluoro-phenyl.**

25.-31. Cancelled.

32. (Original) A formulation comprising at least one compound according to claim 1 in a pharmaceutically acceptable carrier therefor.